



FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35662]

DMH Trust fbo Martha M. Head—Acquisition of Control Exemption—Twin Cities & Western Railroad Company, Minnesota Prairie Line, Inc. and Sisseton Milbank Railroad Company.

DMH Trust fbo Martha M. Head (the Trust), a noncarrier, has filed a verified notice of exemption to acquire control of Twin Cities & Western Railroad Company (TCW), Minnesota Prairie Line, Inc. (MPL), and Sisseton Milbank Railroad Company (SMRC),¹ all Class III rail carriers.

According to the Trust, Douglas M. Head owned all of the controlling shares of voting stock of TCW and indirectly controlled MPL and SMRC. Following his death in February 2011, TCW's stock continues to be held by Mr. Head's estate, which now desires to distribute this stock to the Trust. The Trust intends to consummate the transaction on or after September 10, 2012 (the effective date of the exemption is September 9, 2012, 30 days after the verified notice of exemption was filed).

The Trust represents that: (1) TCW, MPL, and SMRC will not connect with any rail lines owned or controlled by the Trust; (2) the transaction is not part of a series of anticipated transactions that would connect any railroad owned or controlled by the Trust with TCW, MPL, or SMRC, or that would provide an additional connection between any of the carriers controlled by the Trust; and (3) the transaction does not involve a Class I

¹ MPL and SMRC are wholly owned subsidiaries of TCW.

rail carrier. The proposed transaction is therefore exempt from the prior approval requirements of 49 U.S.C. 11323 pursuant to 49 CFR 1180.2(d)(2). The Trust states that the purpose of the transaction is to transfer the TCW shares from the estate of Mr. Head to the Trust in compliance with provisions of Mr. Head's will, allowing the substantial completion of the probate of the estate.

Under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. Section 11326(c), however, does not provide for labor protection for transactions under 11324 and 11325 that involve only Class III rail carriers. Accordingly, the Board may not impose labor protective conditions here, because all of the carriers involved are Class III carriers.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions for stay must be filed no later than August 31, 2012 (at least seven days before the exemption becomes effective).

An original and ten copies of all pleadings, referring to Docket No. FD 35662, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Rose-Michele Nardi, Weiner Brodsky Sidman Kider PC, 1300 19th Street, N.W., Fifth Floor, Washington, DC 20036.

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Decided: August 20, 2012

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

Derrick A. Gardner

Clearance Clerk

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